Eaton Vance Tax-Managed Diversified Equity Income Fund Form N-Q March 27, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form N-Q

QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED

MANAGEMENT INVESTMENT COMPANIES

811-21832

Investment Company Act File Number

Eaton Vance Tax-Managed Diversified Equity Income Fund

(Exact Name of Registrant as Specified in Charter)

Two International Place, Boston, Massachusetts 02110

(Address of Principal Executive Offices)

Maureen A. Gemma

Two International Place, Boston, Massachusetts 02110

(Name and Address of Agent for Services)

(617) 482-8260

(Registrant s Telephone Number, Including Area Code)

October 31

Date of Fiscal Year End

January 31, 2013

Date of Reporting Period

Item 1. Schedule of Investments

Eaton Vance

Tax-Managed Diversified Equity Income Fund

January 31, 2013

PORTFOLIO OF INVESTMENTS (Unaudited)

Common Stocks 100.0%

Security	Shares		Value
Aerospace & Defense 1.9%	Sharts		value
Boeing Co. (The)	253,623	\$	18,735,131
United Technologies Corp.	163,440	Ŧ	14,312,441
	,		, ,
		\$	33,047,572
Automobiles 0.7%			
Bayerische Motoren Werke AG	112,335	\$	11,314,212
		\$	11,314,212
Beverages 2.3%			
Anheuser-Busch InBev NV	,	\$	5,008,134
Beam, Inc.	123,546		7,578,312
Coca-Cola Co. (The)	540,759		20,137,865
Diageo PLC	222,800		6,632,343
		\$	39,356,654
Biotechnology 3.2%			
Celgene Corp. ⁽¹⁾	- ,	\$	24,627,483
Gilead Sciences, Inc. ⁽¹⁾	776,132		30,618,407
		\$	55,245,890
Capital Markets 1.8%			
Charles Schwab Corp. (The)	,	\$	4,599,654
Credit Suisse Group AG ⁽¹⁾	174,031		5,139,623
Deutsche Bank AG	68,064		3,520,229
Goldman Sachs Group, Inc. (The) UBS AG ⁽¹⁾	93,418 186,902		13,812,786 3,246,043
UBS AC	180,902		5,240,045
		¢	20 210 225
		\$	30,318,335
Chamicala 260			
Chemicals 3.6% BASF SE	84,898	\$	8,598,525
Linde AG	26,283	φ	8,398,323 4,790,684
LyondellBasell Industries NV, Class A	20,285		12,912,122
Monsanto Co.	289,572		29,348,122
PPG Industries, Inc.	19,857		2,737,685
Syngenta AG	8,288		3,564,153
~ ,	0,200		0,001,100

\$ 61,951,291

Commercial Banks 6.2%		
Banco Bilbao Vizcaya Argentaria SA	477,882	\$ 4,750,999
Banco Santander SA	634,421	5,310,466
Bank of Nova Scotia (The)	118,093	6,952,135
Barclays PLC	1,308,215	6,280,819
BNP Paribas	47,989	3,011,039
HSBC Holdings PLC	1,289,229	14,660,803
Intesa Sanpaolo SpA	1,728,701	3,523,697
Itau Unibanco Holding SA ADR, PFC Shares	217,243	3,743,097
PNC Financial Services Group, Inc.	243,381	15,040,946
Regions Financial Corp.	1,229,703	9,567,089
Royal Bank of Scotland Group PLC ⁽¹⁾	408,569	2,221,548

Security	Shares		Value
Wells Fargo & Co.	867,073 5	\$	30,200,152
		\$	105,262,790
		Ψ	105,202,790
Communications Equipment 0.6%			
QUALCOMM, Inc.	159,037 5	\$	10,501,213
		φ.	10 501 010
		\$	10,501,213
Computers & Desighards 210/			
Computers & Peripherals 3.1% Apple, Inc.	97.226	\$	44,267,970
EMC Corp. ⁽¹⁾	324,818	Ψ	7,993,771
· I	- ,		.,,
	5	\$	52,261,741
Consumer Finance 0.9%			
American Express Co.	251,154 \$	\$	14,770,367
	5	\$	14,770,367
Diversified Financial Services 4.1%			
Bank of America Corp.		\$	23,536,351
Citigroup, Inc.	609,493 428,138		25,696,225 20,143,893
JPMorgan Chase & Co.	428,158		20,145,895
		\$	69,376,469
		Ψ	0,570,407
Diversified Telecommunication Services 2.3%			
AT&T, Inc.	570,467	\$	19,846,547
CenturyLink, Inc.	423,429		17,127,703
Deutsche Telekom AG	232,495		2,856,246
	9	\$	39,830,496
Electric Utilities 3.0%	0.57 104	ф.	11 (1 1 0 10
American Electric Power Co., Inc.	· · · · · · · · · · · · · · · · · · ·	\$	11,644,240
Duke Energy Corp. Edison International	108,156 161,770		7,434,643
Enel SpA	573,649		2,501,210
PPL Corp.	277,219		8,396,964
Southern Co. (The)	153,213		6,776,611
SSE PLC	319,852		7,199,235
	5	\$	51,748,599
Electrical Equipment 1.9%			
ABB, Ltd. ⁽¹⁾		\$	6,639,315
Emerson Electric Co.	379,580		21,730,955
Schneider Electric SA	44,819		3,409,728
		φ.	31 88 0 000
		\$	31,779,998
Frances Frankrist & Commission 1.00			
Energy Equipment & Services 1.8% Halliburton Co.	460 100	¢	10 717 004
Halliburton Co. National Oilwell Varco, Inc.	460,123 S 159,080	\$	18,717,804 11,794,191
	139,000		11,794,191

		\$ 30,511,995
Food & Staples Retailing 1.4%		
Costco Wholesale Corp.	229,498	\$ 23,486,825
		\$ 23,486,825
Food Products 3.5%		
Danone SA	45,394	\$ 3,144,609
Hershey Co. (The)	113,358	9,006,293
Kraft Foods Group, Inc.	144,357	6,672,181
Mondelez International, Inc., Class A	304,692	8,467,391

Security Shures Value Nestie SA 291,091 \$ 20439672 Unitever NV 280,140 \$ 20439672 Loniever NV 280,140 \$ \$ 9,923,463 Health Care Equipment & Supplies 1.8% 251,893 \$ 8,554,135 Abbot Laboratories 251,893 \$ 8,554,135 \$ 30,042,931 Health Care Providers & Services 0.7% \$ 30,042,931 \$ \$ 11,521,358 Broces Scripts Holding Co. ⁽¹⁾ 215,675 \$ \$ 11,521,358 \$ \$ 12,955,537 McDonald & Corp. 231,457 \$ 22,055,537 \$ 22,055,537 Household Products 2.9% \$ 23,061,612 \$ 23,061,821 Cogates-Paintoire Co. \$ 34,015 \$ 23,061,821 \$ Procer & Gramble Co. \$ 34,015 \$ 21,051,831 \$ 3,059,096 \$ \$ 4,9122,284 Industriat Conglomerate <th></th> <th></th> <th></th> <th></th>				
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S 59,323,463 Health Care Equipment & Supplies 1.8% Abbott Laboratories 251,893 \$ 8,534,135 Coviden PLC 345,024 21,508,706 S 30,642,931 S 0,642,931 Health Care Providers & Services 0.7% Espress Scripts Holding Co. ⁽¹⁾ 215,675 \$ 11,521,358 McDonald s Corp. 211,667 \$ 11,521,358 \$ 11,521,358 Hotels, Restaurants & Leisure 1.3% \$ 22,055,537 \$ 22,055,537 Household Products 2.9% Cogate Palmolive Co. 203,612 \$ 21,961,821 Procter & Gamble Co. 203,612 \$ 21,961,821 23,961,267 Somesha Cellulosa AB, Class B 314,015 23,961,160 3,965,906 \$ 29,910,209 \$ 9,9102,204 \$ 1,432,078 \$ 21,961,160 \$ 21,961,160 \$ 21,961,160 \$ 21,961,160 \$ 21,961,160 \$ 21,961,160 \$ 21,961,160 \$			Ψ	
Health Care Equipment & Supplies 1.8% Abbott Laboratories 251,893 \$ 8,534,135 Covidien PLC 345,024 \$ 30,042,931 Health Care Providers & Services 0.7% \$ 30,042,931 Health Care Providers & Services 0.7% \$ 215,675 \$ 11,521,358 Hotels, Restaurants & Leisure 1.3% \$ \$ 11,521,358 \$ \$ 11,521,358 Hotels, Restaurants & Leisure 1.3% \$ \$ 22,055,537 \$ \$ 22,055,537 Household Products 2.9% \$ 203,612 \$ 21,861,821 Oroter & Gamble Co. 314,015 23,001,307 \$ 23,001,307 \$ Stendschold Products 2.9% \$ 203,612 \$ 21,861,821 \$ Prooter & Gamble Co. 314,015 23,001,307 \$ 3659,006 \$ 49,122,284 \$ Industrial Conglomerates 3.5% \$ 21,961,169 \$ \$ 30,069,435,327,0043 <td></td> <td>200,110</td> <td></td> <td>11,090,017</td>		200,110		11,090,017
Health Care Equipment & Supplies 1.8% Abbott Laboratories 251,893 \$ 8,534,135 Covidien PLC 345,024 \$ 30,042,931 Health Care Providers & Services 0.7% \$ 30,042,931 Health Care Providers & Services 0.7% \$ 215,675 \$ 11,521,358 Hotels, Restaurants & Leisure 1.3% \$ \$ 11,521,358 \$ \$ 11,521,358 Hotels, Restaurants & Leisure 1.3% \$ \$ 22,055,537 \$ \$ 22,055,537 Household Products 2.9% \$ 203,612 \$ 21,861,821 Oroter & Gamble Co. 314,015 23,001,307 \$ 23,001,307 \$ Stendschold Products 2.9% \$ 203,612 \$ 21,861,821 \$ Prooter & Gamble Co. 314,015 23,001,307 \$ 3659,006 \$ 49,122,284 \$ Industrial Conglomerates 3.5% \$ 21,961,169 \$ \$ 30,069,435,327,0043 <td></td> <td></td> <td>\$</td> <td>59,323,463</td>			\$	59,323,463
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Health Care Providers & Services 0.7% 215,675 \$ 11,521,358 Express Scripts Holding Co. ⁽¹⁾ 215,675 \$ 11,521,358 Hotels, Restaurants & Leisure 1.3% \$ 12,055,537 McDonald s Corp. 231,457 \$ 22,055,537 Household Products 2.9% 203,612 \$ 21,861,821 Colgate-Palmolive Co. 203,612 \$ 21,861,821 Proter & Gamble Co. 314,015 23,601,367 Svenska Cellulosa AB, Chass B 150,927 3,659,096 Second Construct \$ 49,122,284 Industrial Conglomerates 3.5% 366,447 \$ 21,961,169 Caeneral Electric Co. 1,153,1817 25,070,443 5 9,100,200 Insurance 2.3% \$ 5,9,100,200 11,402,648 11,402,648 11,402,648 11,402,648 5,39,208 11,402,648 1,402,648 11,402,648 11,402,648 11,402,648 11,402,648 1,402,648 11,402,648 11,402,648 11,402,648 11,402,648 11,402,648 11,402,648 1,402,648 <td< td=""><td>Abbott Laboratories</td><td>251,893</td><td>\$</td><td>8,534,135</td></td<>	Abbott Laboratories	251,893	\$	8,534,135
Health Care Providers & Services 0.7% Express Scripts Holding Co. ⁽¹⁾ 215.675 \$ 11,521,358 Hotels, Restaurants & Leisure 1.3% \$ 11,521,358 Hotels, Restaurants & Leisure 1.3% 231,457 \$ 22,055,537 Household Products 2.9% 203,612 \$ 22,055,537 Household Products 2.9% 203,612 \$ 21,861,821 Colgate-Palmolive Co. 203,612 \$ 21,861,821 Procter & Gamble Co. 314,015 23,601,367 Svenska Cellulosa AB, Class B 150,927 3,659,096 Bandber Corp. 366,447 \$ 21,961,169 General Electric Co. 1,153,817 25,707,043 Sterners AG 104,342 11,432,078 CE, Ltd. 133,630 \$ 11,402,648 Aflae, Inc. 133,630 \$ 11,402,648 Aflae, Inc. 130,669 4,533,289 AXA SA 356,429 6,599,102,200 Industrial PLC 340,666 5,171,281 Amazon.com, Inc. ⁽¹⁾ 121,408 \$ 32,233,824 Internet & Catalog Retail 1.9% \$ 32,357 \$ 32,233,824	Covidien PLC	345,024		21,508,796
Health Care Providers & Services 0.7% Express Scripts Holding Co. ⁽¹⁾ 215.675 \$ 11,521,358 Hotels, Restaurants & Leisure 1.3% \$ 11,521,358 Hotels, Restaurants & Leisure 1.3% 231,457 \$ 22,055,537 Household Products 2.9% 203,612 \$ 22,055,537 Household Products 2.9% 203,612 \$ 21,861,821 Colgate-Palmolive Co. 203,612 \$ 21,861,821 Procter & Gamble Co. 314,015 23,601,367 Svenska Cellulosa AB, Class B 150,927 3,659,096 Bandber Corp. 366,447 \$ 21,961,169 General Electric Co. 1,153,817 25,707,043 Sterners AG 104,342 11,432,078 CE, Ltd. 133,630 \$ 11,402,648 Aflae, Inc. 133,630 \$ 11,402,648 Aflae, Inc. 130,669 4,533,289 AXA SA 356,429 6,599,102,200 Industrial PLC 340,666 5,171,281 Amazon.com, Inc. ⁽¹⁾ 121,408 \$ 32,233,824 Internet & Catalog Retail 1.9% \$ 32,357 \$ 32,233,824				
Express Scripts Holding Co. ⁽¹⁾ 215.675 \$ 11.521.358 Hotels, Restaurants & Leisure 1.3% McDonald s Corp. 231,457 \$ 22.055.537 Household Products 2.9% Colgrate-Palmolive Co. 203.612 \$ 21.861.821 Colgrate-Palmolive Co. 203.612 \$ 21.861.821 Colgrate-Palmolive Co. 203.612 \$ 21.861.821 23.601.367 Svenska Cellulosa AB, Class B 150.927 3.659.096 \$ 49.122.284 Industrial Conglomerates 3.5% Danaber Corp. 366.447 \$ 21.961.169 General Electric Co. 1.153.817 25.707.043 Stemens AG 104.342 11.432.078 \$ 59.100.290 Insurance 2.3% ACCE, Ltd. 23.661.201 (200.201) Insurance 2.3% ACCE, Ltd. 208.202 11.047.198 Alianz SE 31.666 45.171.281 \$ 38.755.684 Internet & Catalog Retail 1.9% Internet & Catalog Retail 1.9% Internet Software & Services 3.2% Cate Cong. 23.504 \$ 12.096.157			\$	30,042,931
Express Scripts Holding Co. ⁽¹⁾ 215,675 \$ 11,521,358 k 11,521,358 Hotels, Restaurants & Leisure 1.3% McDonald s Corp. 231,457 \$ 22,055,537 Household Products 2.9% Colgate-Palmotive Co. 203,612 \$ 21,861,821 Procter & Gamble Co. 314,015 23,601,367 Svenska Cellulosa AB, Class B 150,927 3,669,096 k 49,122,284 Industrial Conglomerates 3.5% Danaher Corp. 366,447 \$ 21,961,169 General Electric Co. 1,153,817 25,707,043 Stemens AG 104,342 11,432,078 k 59,100,290 Insurance 2.3% ACE, Ltd. 133,630 \$ 11,402,648 Afae, Inc. 208,202 11,047,183 Stemens AG 31,666 4,532,89 Arac, Inc. 208,202 11,047,183 Stemens AG 31,666 4,532,89 Arac, Inc. 208,202 11,047,184 Allian SE 31,666 4,532,89 Arac, Inc. 31,666 4,532,89 Arac, Inc. 31,666 4,5171,281 k 38,755,684 Internet & Catalog Retail 1.9% Amazon.com, Inc. ⁽¹⁾ 121,408 k 32,233,824 Internet Software & Services 3.2% Charter Software Services 3.2				
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Hotels, Restaurants & Leisure 1.3% McDonald s Corp. 231,457 \$ 22,055,537 Household Products 2.9% 20 5 21,861,821 Colgate-Palmolive Co. 203,612 \$ 21,861,821 23,055,537 Household Products 2.9% 20 203,612 \$ 21,861,821 Proter & Gamble Co. 203,612 \$ 21,861,821 23,001,367 Svenska Cellulosa AB, Class B 150,927 3,659,096 \$ 49,122,284 Industrial Conglomerates 3,5% Danaher Corp. 366,447 \$ 21,961,169 General Electric Co. 1,153,817 25,707,043 5 21,961,169 General Electric Co. 1,153,817 25,707,043 5 59,100,290 Insurance 2.3% 4 555,289 4555,289 4555,289 Aflae, Inc. 208,202 11,047,198 4,5552,289 4,555,289 4,555,289 Aflae, Inc. 208,202 31,696 5,171,281 5 38,755,684	Express Scripts Holding Co. ⁽¹⁾	215,675	\$	11,521,358
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McDonald s Corp. 231,457 \$ 22,055,537 Household Products 2.9%				
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Household Products 2.9% Colgate-Palmolive Co. 203,612 \$ 21,861,821 Procter & Gamble Co. 314,015 23,601,367 Svenska Cellulosa AB, Class B 150,927 3,659,096 k 49,122,284 Industrial Conglomerates 3.5% Danaher Corp. 366,447 \$ 21,961,169 General Electric Co. 1,153,817 25,707,043 Siemens AG 104,342 11,432,078 CE, Ltd. 133,630 \$ 11,402,648 Aflac, Inc. 208,202 11,047,198 Allianz SE 31,696 4,535,289 XXA SA 356,429 6,599,209 Prudential PLC 340,666 5,171,281 k 38,755,684 121,408 \$ 32,233,824 Internet & Catalog Retail 1.9% 121,408 \$ 32,233,824	McDonald s Corp.	231,457	\$	22,055,537
Household Products 2.9% Colgate-Palmolive Co. 203,612 \$ 21,861,821 Procter & Gamble Co. 314,015 23,601,367 Svenska Cellulosa AB, Class B 150,927 3,659,096 k 49,122,284 Industrial Conglomerates 3.5% Danaher Corp. 366,447 \$ 21,961,169 General Electric Co. 1,153,817 25,707,043 Siemens AG 104,342 11,432,078 CE, Ltd. 133,630 \$ 11,402,648 Aflac, Inc. 208,202 11,047,198 Allianz SE 31,696 4,535,289 XXA SA 356,429 6,599,209 Prudential PLC 340,666 5,171,281 k 38,755,684 121,408 \$ 32,233,824 Internet & Catalog Retail 1.9% 121,408 \$ 32,233,824				
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Industrial Conglomerates 3.5% Danaher Corp. 366,447 \$ 21,961,169 General Electric Co. 1,153,817 25,707,043 Siemens AG 104,342 11,432,078 Insurance 2.3%	Svenska Cellulosa AB, Class B	150,927		3,659,096
Industrial Conglomerates 3.5% Danaher Corp. 366,447 \$ 21,961,169 General Electric Co. 1,153,817 25,707,043 Siemens AG 104,342 11,432,078 Insurance 2.3%			¢	40 100 004
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Internet & Catalog Retail 1.9% Amazon.com, Inc. ⁽¹⁾ 121,408 \$ 32,233,824 \$ 32,233,824 Internet Software & Services 3.2% eBay, Inc. ⁽¹⁾ 323,504 \$ 18,093,579	Prudential PLC	340,666		5,171,281
Internet & Catalog Retail 1.9% Amazon.com, Inc. ⁽¹⁾ 121,408 \$ 32,233,824 \$ 32,233,824 Internet Software & Services 3.2% eBay, Inc. ⁽¹⁾ 323,504 \$ 18,093,579			<i>•</i>	
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eBay, Inc. ⁽¹⁾ 323,504 \$ 18,093,579	Internet Software & Somiace 2.2%			
		272 504	¢	18 003 570
			φ	
	500510, 200, 01000 T	17,002		55,712,555

54,065,934

\$

IT Services 4.8%		
Accenture PLC, Class A	291,081	\$ 20,925,813
International Business Machines Corp.	168,839	34,286,136
Teradata Corp. ⁽¹⁾	211,279	14,083,858
Visa, Inc., Class A	83,328	13,158,324
		\$ 82,454,131
Machinery 0.9%		
Deere & Co.	170,980	\$ 16,082,379
		\$ 16,082,379
Media 3.0%		
Comcast Corp., Class A	553,182	\$ 21,065,170
Virgin Media, Inc.	120,070	4,729,557
Walt Disney Co. (The)	468,328	25,233,513
		\$ 51,028,240

Security	Shares		Value
Metals & Mining 1.5%			
Anglo American PLC	128,438	\$	3,841,759
ArcelorMittal	258,275		4,431,858
BHP Billiton, Ltd. ADR	88,062		6,932,241
Freeport-McMoRan Copper & Gold, Inc.	214,523		7,561,936
Glencore International PLC	548,000		3,420,825
		\$	26,188,619
Multi-Utilities 0.8%			
National Grid PLC	403.800	\$	4,421,466
Sempra Energy	119,017		8,932,226
	,		•,, • _, •
		\$	13,353,692
		Φ	15,555,092
Multiline Retail 2.0%			
Dollar General Corp. ⁽¹⁾	490,001	\$	22,647,846
Macy s, Inc.	274,001		10,825,780
		\$	33,473,626
Oil, Gas & Consumable Fuels 9.7%			
Alpha Natural Resources, Inc. ⁽¹⁾	153,580	\$	1,360,719
Anadarko Petroleum Corp.	149,499	Ψ	11,962,910
BP PLC	1,332,877		9,866,641
Chevron Corp.	1,552,877		12,396,358
ConocoPhillips	358,500		20,793,000
ENI SpA	203,631		5,086,203
EOG Resources, Inc.	68,076		8,508,138
	,		
Exxon Mobil Corp.	303,314		27,289,160
Occidental Petroleum Corp.	192,799		17,018,368
Phillips 66 Royal Dutch Shell PLC, Class B	283,058 494,662		17,144,823
Statoil ASA	232.431		17,979,428
	- , -		6,192,540
Total SA	170,001		9,212,749
		\$	164,811,037
Pharmaceuticals 7.3%			
Allergan, Inc.	162,733	\$	17,088,592
AstraZeneca PLC	172,680		8,343,850
Bayer AG	115,622		11,409,891
GlaxoSmithKline PLC	189,684		4,338,819
Johnson & Johnson	185,461		13,709,277
Novo Nordisk A/S, Class B	58,342		10,740,300
Pfizer, Inc.	1,075,613		29,342,723
Roche Holding AG PC	69,467		15,354,913
Sanofi	141,378		13,782,404
Salon	141,576		15,762,404
		\$	124,110,769
Real Estate Investment Trusts (REITs) 1.1%			
AvalonBay Communities, Inc.	54,184	\$	7,032,541
Boston Properties, Inc.	107,429	ψ	11,310,125
boston r topetues, me.	107,429		11,310,123
		\$	18,342,666

Road & Rail 1.3%		
Union Pacific Corp.	165,349	\$ 21,736,780
		\$ 21,736,780
Somisondustors & Somisondustor Equipment 0.20		
Semiconductors & Semiconductor Equipment 0.2%		
Broadcom Corp., Class A	125,445	\$ 4,070,690
		\$ 4,070,690

Security	Shares		Value
Software 2.2%			
Microsoft Corp.	587,164	\$	16,129,395
Oracle Corp.	391,526		13,903,088
SAP AG	83,684		6,862,699
			-,,
		\$	36,895,182
		Ψ	50,075,102
Constation Detail 110			
Specialty Retail 1.1%	140.022	¢	10.00(.004
Home Depot, Inc. (The)	149,833	\$	10,026,824
Industria de Diseno Textil SA	43,482		6,077,381
Kingfisher PLC	725,941		3,102,211
		\$	19,206,416
Textiles, Apparel & Luxury Goods 1.8%			
Adidas AG	38,724	\$	3,596,208
Compagnie Financiere Richemont SA, Class A	42,000	Ψ	3,450,028
LVMH Moet Hennessy Louis Vuitton SA	32,049		6,034,098
NIKE, Inc., Class B	317,851		17,179,847
NIKE, IIK., Class D	517,851		17,179,047
		\$	30,260,181
Tobacco 1.4%			
British American Tobacco PLC	120,651	\$	6,270,424
Philip Morris International, Inc.	194,192		17,119,967
	· · · · · · · · · · · · · · · · · · ·		, ,
		\$	23,390,391
		Φ	23,390,391
Wireless Telecommunication Services 1.0%			
Rogers Communications, Inc., Class B	74,236	\$	3,451,232
Vodafone Group PLC	4,962,479		13,543,393
		\$	16,994,625
		+	
Total Common Stocks			
(identified cost \$1,331,220,826)		\$ 1	,699,385,176
Short-Term Investments 0.1%			
	Interest		
Description	(000 s omitted)		Value
Eaton Vance Cash Reserves Fund, LLC, 0.12% ⁽²⁾	\$ 1,428	\$	1,428,405
	÷ 1,125	+	1,120,100

Total Short-Term Investments (identified cost \$1,428,405)	\$ 1,428,405
Total Investments 100.1%	

(identified cost \$1,332,649,231)	\$ 1,700,813,581

Call Options Written (0.9)%

Description	Number of Contracts	Strike Price	Expiration Date	Value
S&P 500 Index	1,460	\$ 1,475	2/8/13	\$ (3,927,400)
S&P 500 Index	1,395	1,470	2/16/13	(4,540,725)
S&P 500 Index	1,255	1,475	2/22/13	(3,865,400)
S&P 500 Index	1,535	1,500	3/1/13	(2,632,525)

Total Call Options Written	
(premiums received \$10,592,763)	\$ (14,966,050)

Other Assets, Less Liabilities 0.8%	\$ 13,385,783
Net Assets 100.0%	\$ 1,699,233,314
The percentage shown for each investment category in the Portfolio of Investments is based on net assets.	
ADR - American Depositary Receipt	
PC - Participation Certificate	
PFC - Preference Shares Shares	

(1) Non-income producing security.

(2) Affiliated investment company available to Eaton Vance portfolios and funds which invests in high quality, U.S. dollar denominated money market instruments. The rate shown is the annualized seven-day yield as of January 31, 2013. Net income allocated from the investment in Eaton Vance Cash Reserves Fund, LLC for the fiscal year to date ended January 31, 2013 was \$5,372.
Country Concentration of Portfolio

Country Concentration of Portfolio

Percentage of Net Assets		Value
73.8%	\$	1,254,871,748
6.9		117,294,845
4.1		69,236,395
4.1		68,916,061
2.7		45,193,895
2.5		42,434,609
1.4		24,505,439
0.9		16,138,846
0.7		11,111,110
0.6		10,740,300
0.6		10,403,367
0.4		6,932,241
0.4		6,192,540
0.3		5,008,134
0.3		4,431,858
0.2		3,743,097
0.2		3,659,096
	Net Assets 73.8% 6.9 4.1 4.1 2.7 2.5 1.4 0.9 0.7 0.6 0.6 0.4 0.4 0.3 0.3 0.2 <t< td=""><td>Net Assets 73.8% \$ 6.9 4.1 4.1 2.7 2.5 1.4 0.9 0.7 0.6 0.6 0.6 0.4 0.3 0.3 0.2 0.2</td></t<>	Net Assets 73.8% \$ 6.9 4.1 4.1 2.7 2.5 1.4 0.9 0.7 0.6 0.6 0.6 0.4 0.3 0.3 0.2 0.2

Total Investments

The cost and unrealized appreciation (depreciation) of investments of the Fund at January 31, 2013, as determined on a federal income tax basis, were as follows:

\$

100.1%

1,700,813,581

Gross unrealized appreciation	\$ 382,430,383
Gross unrealized depreciation	(14,848,480)

Net unrealized appreciation

367,581,903

\$

Written options activity for the fiscal year to date ended January 31, 2013 was as follows:

	Number of Contracts	Premiums Received
Outstanding, beginning of period	5,900	\$ 6,140,573
Options written	18,795	30,881,547
Options terminated in closing purchase transactions	(16,040)	(22,956,403)
Options expired	(3,010)	(3,472,954)
Outstanding, end of period	5,645	\$ 10,592,763

All of the assets of the Fund are subject to segregation to satisfy the requirements of the escrow agent. At January 31, 2013, the Fund had sufficient cash and/or securities to cover commitments under these contracts.

The Fund is subject to equity price risk in the normal course of pursuing its investment objectives. The Fund writes index call options above the current value of the index to generate premium income. In writing index call options, the Fund in effect, sells potential appreciation in the value of the applicable index above the exercise price in exchange for the option premium received. The Fund retains the risk of loss, minus the premium received, should the price of the underlying index decline.

At January 31, 2013, the aggregate fair value of open derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) in a liability position and whose primary underlying risk exposure is equity price risk was \$14,966,050.

Under generally accepted accounting principles for fair value measurements, a three-tier hierarchy to prioritize the assumptions, referred to as inputs, is used in valuation techniques to measure fair value. The three-tier hierarchy of inputs is summarized in the three broad levels listed below.

Level 1 quoted prices in active markets for identical investments

Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)

Level 3 significant unobservable inputs (including a fund s own assumptions in determining the fair value of investments) In cases where the inputs used to measure fair value fall in different levels of the fair value hierarchy, the level disclosed is determined based on the lowest level input that is significant to the fair value measurement in its entirety. The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

At January 31, 2013, the hierarchy of inputs used in valuing the Fund s investments and open derivative instruments, which are carried at value, were as follows:

Level 1		Level 2	Level 3		Total
\$ 165,997,898	\$	33,574,138	\$	\$	199,572,036
137,932,022		56,747,595			194,679,617
146,985,471		48,337,561			195,323,032
208,855,207		67,971,104			276,826,311
156,950,771		63,970,177			220,920,948
140,265,898		21,481,121			161,747,019
233,386,192		6,862,699			240,248,891
59,492,106		28,647,804			88,139,910
\$	\$ 165,997,898 137,932,022 146,985,471 208,855,207 156,950,771 140,265,898 233,386,192	\$ 165,997,898 \$ 137,932,022 146,985,471 208,855,207 156,950,771 140,265,898 233,386,192	\$ 165,997,898 \$ 33,574,138 137,932,022 56,747,595 146,985,471 48,337,561 208,855,207 67,971,104 156,950,771 63,970,177 140,265,898 21,481,121 233,386,192 6,862,699	\$ 165,997,898 \$ 33,574,138 \$ 137,932,022 56,747,595 \$ 146,985,471 48,337,561 \$ 208,855,207 67,971,104 \$ 156,950,771 63,970,177 \$ 140,265,898 21,481,121 \$ 233,386,192 6,862,699 \$	\$ 165,997,898 \$ 33,574,138 \$ \$ 137,932,022 56,747,595 146,985,471 48,337,561 208,855,207 67,971,104 156,950,771 63,970,177 140,265,898 21,481,121 233,386,192 6,862,699

Telecommunication Services	40,425,482	16,399,639		56,825,121
Utilities	50,980,380	14,121,911		65,102,291
Total Common Stocks	\$ 1,341,271,427	\$ 358,113,749*	\$ \$	1,699,385,176
Short-Term Investments	\$	\$ 1,428,405	\$ \$	1,428,405
Total Investments	\$ 1,341,271,427	\$ 359,542,154	\$ \$	1,700,813,581
Liability Description				
• •				
Call Options Written	\$ (14,966,050)	\$	\$ \$	(14,966,050)
Total	\$ (14,966,050)	\$	\$ \$	(14,966,050)

* Includes foreign equity securities whose values were adjusted to reflect market trading of comparable securities or other correlated instruments that occurred after the close of trading in their applicable foreign markets.

The Fund held no investments or other financial instruments as of October 31, 2012 whose fair value was determined using Level 3 inputs. At January 31, 2013, there were no investments transferred between Level 1 and Level 2 during the fiscal year to date then ended.

For information on the Fund s policy regarding the valuation of investments and other significant accounting policies, please refer to the Fund s most recent financial statements included in its semiannual or annual report to shareholders.

Item 2. Controls and Procedures

(a) It is the conclusion of the registrant s principal executive officer and principal financial officer that the effectiveness of the registrant s current disclosure controls and procedures (such disclosure controls and procedures having been evaluated within 90 days of the date of this filing) provide reasonable assurance that the information required to be disclosed by the registrant on this Form N-Q has been recorded, processed, summarized and reported within the time period specified in the Commission s rules and forms and that the information required to be disclosed by the registrant on this Form N-Q has been accumulated and communicated to the registrant s principal executive officer and principal financial officer in order to allow timely decisions regarding required disclosure.

(b) There have been no changes in the registrant s internal controls over financial reporting during the fiscal quarter for which the report is being filed that have materially affected, or are reasonably likely to materially affect the registrant s internal control over financial reporting.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Eaton Vance Tax-Managed Diversified Equity Income Fund

By: /s/ Walter A. Row, III Walter A. Row, III President Date: March 25, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Walter A. Row, III Walter A. Row, III President Date: March 25, 2013

By: /s/ James F. Kirchner James F. Kirchner Treasurer Date: March 25, 2013